AGB-AKXE-USA

SPIDER-MR

INSTRUCTION BOOKLET

ACTIVISION.

WARNING: PLEASE CAREFULLY READ THE PRECAUTIONS BOOKLET INCLUDED WITH THIS PRODUCT BEFORE USING YOUR NINTENDO® HARDWARE SYSTEM, GAME PAK OR ACCESSORY. THIS BOOKLET CONTAINS IMPORTANT SAFETY INFORMATION.

IMPORTANT SAFETY INFORMATION - READ THE FOLLOWING WARNINGS BEFORE YOU OR YOUR CHILD PLAY VIDEO GAMES



Some people (about 1 in 4000) may have seizures or black outs triggered by light flashes, such as while watching TV or playing video games, even if they have never had a seizure before.

Anyone who has had a seizure, loss of awareness, or other symptom linked to an epileptic condition should consult a doctor before playing a video game.

Parents should watch when their children play video games. Stop playing and consult a doctor if you or your child have any of the following symptoms:

Convulsions
Altered vision

Eye or muscle twitching Involuntary movements

Loss of awareness Disorientation

To reduce the likelihood of a seizure when playing video games:

- 1. Sit or stand as far from the screen as possible.
- 2. Play video games on the smallest available television screen.
- 3. Do not play if you are tired or need sleep.
- 4. Play in a well-lit room.
- 5. Take a 10 to 15 minute break every hour.

WARNING - Repetitive Motion Injuries

Playing video games can make your muscles, joints or skin hurt after a few hours. Follow these instructions to avoid problems such as Tendonitis, Carpal Tunnel Syndrome or skin irritation:

- Take a 10 to 15 minute break every hour, even if you don't think you need it.
- If your hands, wrists or arms become tired or sore while playing, stop and rest them for several hours before playing again.
- If you continue to have sore hands, wrists or arms during or after play, stop playing and see a doctor.

WARNING - Battery Leakage

Leakage of battery acid can cause personal injury as well as damage to your Game Boy. If battery leakage occurs, thoroughly wash the affected skin and clothes. Keep battery acid away from your eyes and mouth. Leaking batteries may make popping sounds.

To avoid battery leakage:

- Do not mix used and new batteries (replace all batteries at the same time).
- Do not mix alkaline and carbon zinc batteries.
- Do not mix different brands of batteries.
- · Do not use nickel cadmium batteries.
- Do not leave used batteries in the Game Boy. When the batteries are losing their charge, the power light may become dim, the game sounds may become weak, or the display screen may be blank. When this happens, promptly replace all used batteries with new batteries.
- Do not leave batteries in the Game Boy or accessory for long periods of non-use.
- Do not leave the power switch on after the batteries have lost their charge. When you finish using the Game Boy, always slide the power switch OFF.
- · Do not recharge the batteries.
- Do not put the batteries in backwards. Make sure that the positive (+) and negative (-) ends are facing in the
 correct directions. Insert the negative end first. When removing batteries, remove the positive end first.
- Do not dispose of batteries in a fire.







THIS OFFICIAL SEAL IS YOUR ASSURANCE THAT NINTENDO HAS APPROVED THE QUALITY OF THIS PRODUCT. ALWAYS LOOK FOR THIS SEAL WHEN BUYING GAMES AND ACCESSORIES TO ENSURE COMPLETE COMPATIBILITY. LICENSED BY SALE FOR USE ONLY WITH OTHER AUTHORIZED PRODUCTS BEARING THE OFFICIAL NINTENDO SEAL OF QUALITY.

LICENSED BY



NINTENDO, GAME BOY, GAME BOY ADVANCE AND THE OFFICIAL SEAL ARE TRADEMARKS OF NINTENDO.

© 2001 NINTENDO. ALL RIGHTS RESERVED.

THIS GAME PAK WILL WORK ONLY WITH THE GAME BOY® ADVANCE VIDEO GAME SYSTEM.

CONTENTS

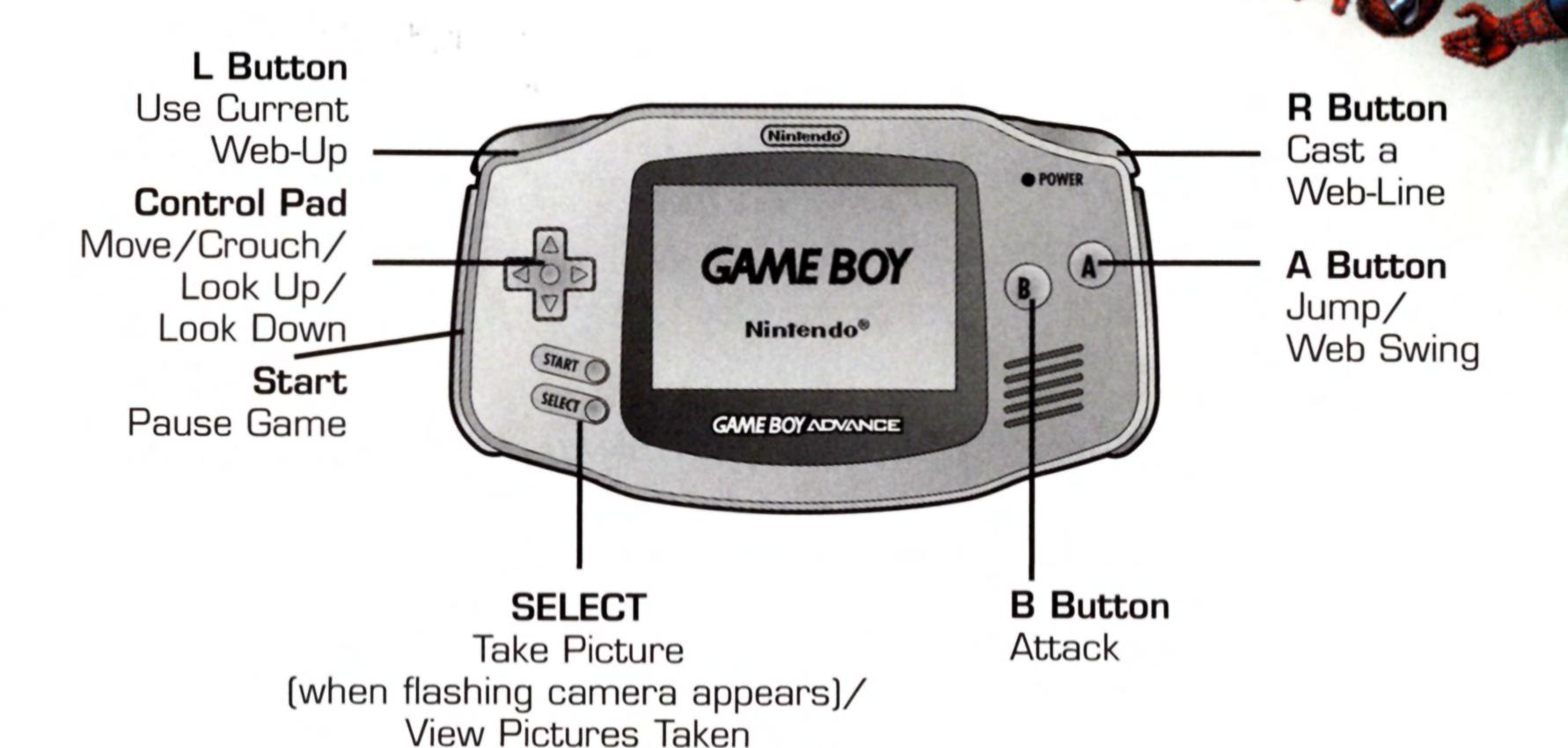
Starting the Game	2
Game Boy® Advance Controls	3
Spider-Man Controls	4
Spider-Man – Beginnings	6
Main Menu	7
On-Screen Display	9
Lives and Health	11
Power-Ups	12
Web-Ups	13
Gameplay	15
Enemies	
Bosses	18
Levels	22
Hints	26
Credits	27
Customer Support	30
Software License Agreement	31

STARTING THE GAME

- Make sure the POWER switch is OFF.
- Insert the Spider-Man Game Pak into the Game Boy® Advance slot as described in your Nintendo Game Boy® Advance instruction manual.
- Turn the POWER switch ON.

Note: The Spider-Man Game Pak is for the Game Boy® Advance system only.

GAME BOYS ADVANCE CONTROLS



SPIDER-MAN CONTROLS

L Button: Use current Web-Up.

R Button: Cast a Web-Line. Use the Control Pad to direct your Web-Line. Pressing and holding the **R** Button will cause Spider-Man to shoot a web in a given direction and "zip" to it (without swinging).

Control Pad: Move/Crouch/Look Up/Look Down

A Button: Jump/Web Swing. Press the **A** Button once to jump in the air and press the **A** Button again quickly to begin swinging. Repeatedly press the **A** Button to continue swinging.

B Button: Attack. Press the **B** Button rapidly to execute a combo.

Quarter Circle Forward ($\mathbb{Q} \hookrightarrow$) + B Button: Spidey Special. Use this attack to deal massive damage to your foes.

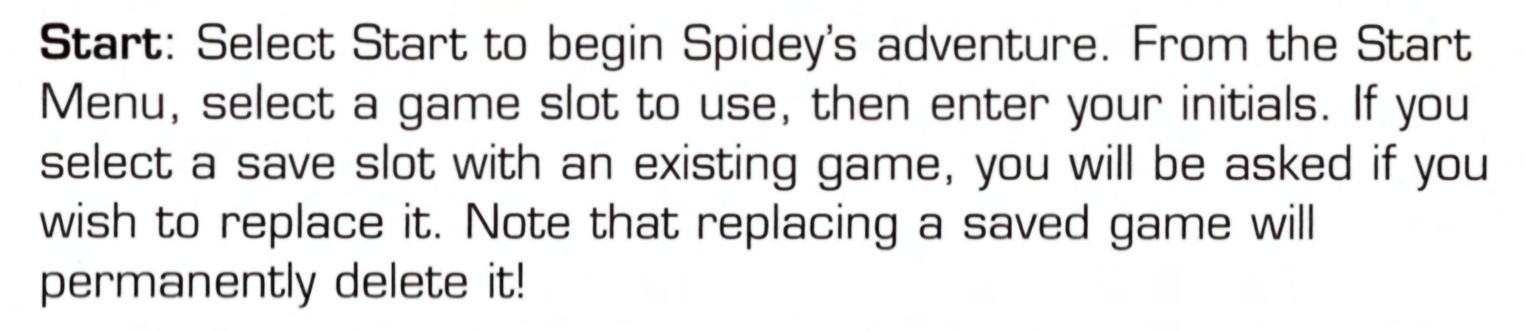


SPIDER-MAN - BEGINNINGS

Bitten by a genetically altered spider, Peter Parker develops extraordinary spider-like powers. After the tragic death of his uncle, Peter dedicates his life to fighting crime. As Spider-Man, he begins his crimefighting career by patrolling the city, searching for wrongs to right. Spidey deals with thugs of every variety on a daily basis—muggers, pickpockets, and burglars are all in a day's work. However, lately it seems that a crime wave has blanketed the city and there is some yet unknown sinister mastermind behind it. Can our web-slinging hero put a stop to this crime spree and uncover the villain behind it? Will his spider abilities be enough? Stay tuned and start playing to find out...

MAIN MENU





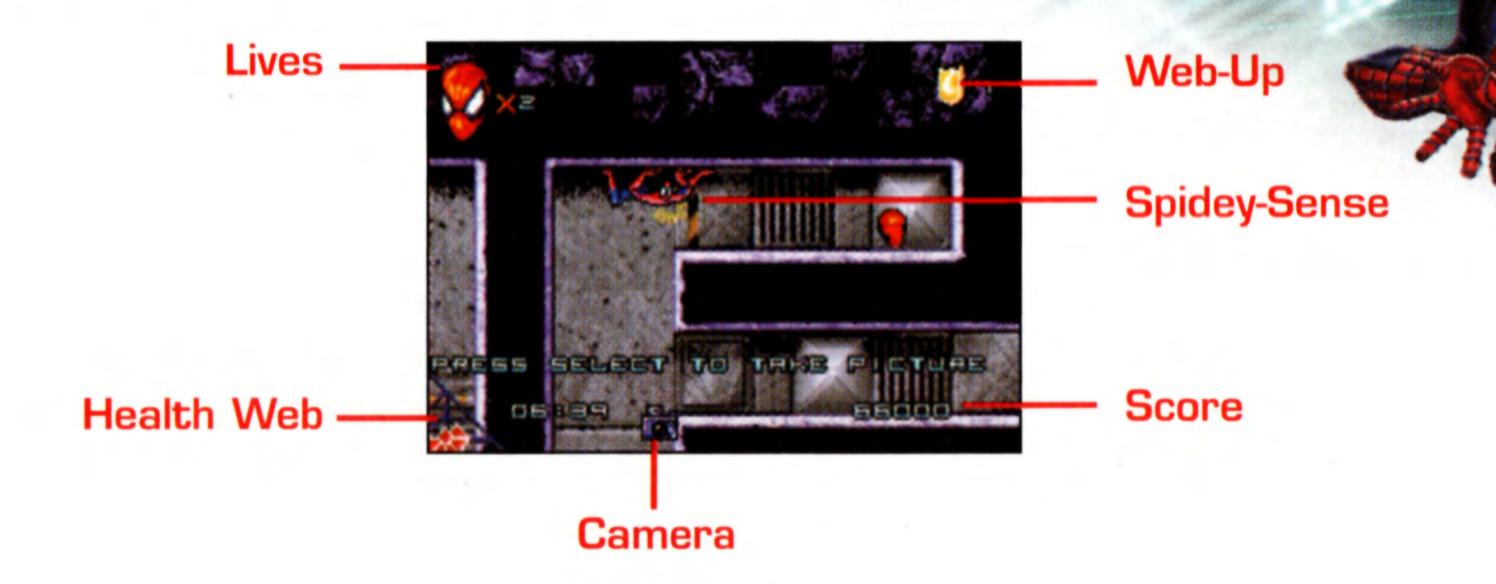
Load Game: From here you can load a previously saved game. Upon loading a saved game you will begin at the start of the last

level you attempted. From the Load Game screen you can also choose to erase previously saved games, but be careful—any secrets unlocked may be erased with your saved game!

Options: Select Options to turn the music and sound on or off. You can also view the credits here.

Secrets: This menu option allows access to all of the goodies you unlock while playing the game. Press the **A** Button while a locked secret is highlighted to see what you can earn and how to unlock it.

ON-SCREEN DISPLAY



Lives: The player's remaining number of lives is displayed in the upper left corner of the screen, next to Spidey's mask. The number of lives only appears at the start of a level, when you restart from a save point, or when you re-enter gameplay from the Pause screen.

Web-Up: This icon represents the current Web-Up in your possession and the number of shots remaining.

Spider-Sense: If there is danger, a secret, or a mission objective nearby, your Spider-Sense flashes.

Score: The score counter keeps track of the points you've earned during your adventures. Remember, you get an extra life for every 30,000 points earned!

Camera: When this icon appears, you have five seconds to take a picture (by pressing **SELECT**). Spider-Man will then take a picture that he can sell as Peter Parker to the Daily Bugle. Pictures not only give Spider-Man bonus points, but if you find all of the photo ops in a level and successfully take all of the pictures, you can unlock a photo from the movie as well.

Health Web: Each triangle in Spidey's web is a point of health. Once the whole web is empty, Spidey loses a life.

Enemy Health: The enemy health bar will appear at the bottom center of the screen when fighting boss characters.

LIVES AND HEALTH

If Spidey receives too much damage in combat, he'll lose a life. If you have any lives remaining, Spidey will respawn at the last save with renewed health. If Spidey dies with no lives left, it's Game Over. You can retry the current level by selecting your saved game using the Load Game option in the Main Menu.

Remember to pick up extra lives and health power-ups throughout the levels to prepare Spidey for more badguy confrontations.

Luckily, when Spidey starts a new level, he will begin with full health and a full count of Web-Ups.

POWER-UPS



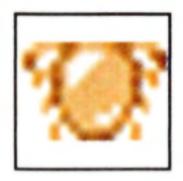
Red Health-Up: Regenerates 25% of Spidey's health. If Spidey is at full health, this power-up will do nothing.



Blue Health-Ups: Regenerates 50% of Spidey's health. If Spidey is at full health, this power-up will do nothing.



Life-Ups: These give Spidey one additional life. You also gain an additional life for every 30,000 points you earn during gameplay.



Gold Spiders: Each Spider is worth 500 points. Collecting all of the Gold Spiders on the level will give you a special reward!

WEB-UPS

When Spider-Man gets a Web-Up, he can fire a special web attack using the L Button. If Spidey already has a web power-up and he gets another, the previous one is dropped. Web-Ups are carried from level to level.



Power Web: The basic Web-Up available to Spider-Man. Allows Spidey to fire a hardened web ball that causes damage to a single opponent.



Sticky Web: Spidey launches a ball of sticky webbing that can capture an enemy, rendering them harmless.



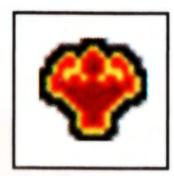
Web Bomb: Spidey can throw web bombs that arc, bounce, and cause massive damage to his enemies.



Web Shield: This Web-Up forms a shield that blocks all attacks for a short time. Spider-Man is immobile while the Web Shield is in use; however, nearby enemies take damage when he breaks out of his cocoon.



Net Blast: The Net Blast casts a web-line that drags an enemy close to Spidey and then immobilizes them. The web-slinger can take his time with the captured bad guys after using this power-up.



Invulnerability: Activating this Web-Up makes Spidey temporarily invulnerable to all attacks. Fighting and rescuing gets much easier when you don't take any damage!

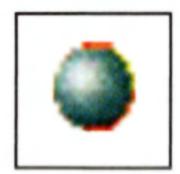


Arachnid Strength: For a limited time, Spidey is granted increased strength and causes significantly more damage to his enemies.

GAMEPLAY



Door Keys: Most doors are unlocked, but others require a key. The keys are hidden throughout each level. Walk over the key to acquire it and the doors will be unlocked when you attempt to enter them.



Spin Points: Spider-Man can attach his Web-Line to these points and "spin" around them. He can then use the spin points to launch himself into the air and get to hard-to-reach places. While spinning, press **Up** or **Down** on the Control Pad to move Spidey closer to or further from the Spin Point.

Bonus Stage: Between levels, you will sometimes encounter a Bonus Stage. This is an opportunity for Spidey to earn extra points and maybe even an extra life.

Press the A Button at the proper time to keep Spider-Man swinging through the



level. Use your compass to find the 10 Green Gas balloons before they can be released on the helpless citizens of New York! If you find all 10 balloons before time runs out, you'll be rewarded with an extra life. Remember, timing is everything!

ENEMIES



Hand-to-Hand Thug: These bad guys close in on Spider-Man for a more "personal" attack.





Grenade Thug: Hired goons that love to hurl bombs at Spidey. Use any means necessary to avoid getting hit by the grenades they throw!



Projectile Thug: After firing a weapon at Spider-Man, these thugs pause to reload their weapon before firing again. Time your attacks just right and you may be able to get to them before they get to you...

Hunter Killer Units: These nasty little robots track Spider-Man by detecting his arachnid DNA. The smaller ones are no match for Spidey's might, but watch out—there may be a big brother around the corner...



80555



Vulture™ – Originally an electrical engineer, Adrian Toomes was also a budding inventor of considerable skill. Early in his career he created an electromagnetically powered harness that gave the ability of flight to anyone who wore it. The power he felt after donning the device led him down the dark path of crime and corruption, resulting in the birth of the Vulture.



Shocker™ - An unsuccessful burglar,
Herman Shultz developed the infamous
Vibro-Shock units during an extended stay in
prison. The Shocker, Herman's alter-ego, uses
two Vibro-Shock units that attach to his hands
and forearms to create high-pressure air

blasts which are very powerful and very destructive. The units can also create a vibrational shield that deflects blows aimed at him. When coupled with a uniform of foam-lined fabric (that absorbs the impact caused by his Vibro-Shock units), he can be a very difficult foe to deal with.



Scorpion™ – MacDonald "Mac" Gargan became the Scorpion after chemical and radiological treatments caused a mutagenic change in his DNA. Similar to Spider-Man, Mac's mutated DNA imbued him with superhuman strength, speed, and agility. Shortly after

his mutation, Gargan was physically bonded to a bio-mechanical battlesuit created specially for him. It was at this time that the Scorpion was truly "born." Attached to his battle armor is a 7 foot tail, which is cybernetically controlled. The tip of his tail has a spike that can fire force blasts. Scorpion is one tough customer, so try not to make him mad...

M.E.C.H.™ (Mega Electric Creature Hunter) – The Mega HK unit was devised by Norman Osborn to track down and "remove" any threat to his company. It is the ultimate robotic sentry. Watch out for this one, Spidey!

Kraven[™] – The son of a Russian aristocrat, Sergei Kravinoff found he had a great talent at an early age—hunting. After meeting a witch doctor on an expedition in Africa, Kraven ingested an herbal potion which enhanced his physical powers. Kraven is swifter than the falcon and more agile than a jungle cat.



Green Goblin™ – As the co-owner of a leading military high-tech corporation, Norman Osborn was less obsessed with money, and more obsessed with power. Osborn's desire to complete his experimental "human performance enhancer" drove him to desperate measures. The formula was supposed to

increase the intellect and physical strength of an ordinary human being to create a new breed of super-soldier. With OsCorp on the verge of bankruptcy, Osborn became impatient and decided to become the first human test subject. The effects not only gave him super-human strength but drove him to madness as well! Since that day he has become the arch-enemy of Spider-Man. His array of weaponry includes Pumpkin Bombs, Gas Bombs, Electro-Gloves, and the deadly Goblin Glider.

LEVELS

Chapter 1: Crime Spree!

While patrolling the city, our hero comes upon a mysterious band of thugs. As Spider-Man investigates, he discovers that the thugs have taken hostages. Use your spider abilities to find all of the hostages and foil the bad guys.

Chapter 2: The Cradle Will Fall

The mysterious roving thugs are attempting to destroy a massive building. As Spidey rushes inside to survey the damage, he becomes trapped inside! You will have to use every power at your command to escape this trap, Spidey!

Chapter 3: Dock Work

Spider-Man reaches the docks and thugs scatter, trying to conceal some dangerous-looking barrels. After further investigation, it appears that these evil villains are planning to unleash a toxic gas upon the city. Spidey must hunt down and subdue the thugs before they can escape with the deadly toxin. Don't forget to destroy every canister of green gas before you leave!

Chapter 4: From Stem to Stern

The trail along the docks leads Spidey to a mysterious freighter. Spread out across the deck of the ship are more barrels of the toxic green gas. Destroy every one so that a sinister plan cannot be set in motion!

Chapter 5: Run Shocker Run

A news report shows footage of Shocker attacking the Quest Aerospace mid-town facility. After making his attack, Shocker escapes through the subway system. Spider-Man is going to have to get down and dirty if he wants to stop Shocker this time...

Chapter 6: Next Stop, Hostages!

Shocker has endangered innocent people and Spidey must swing to the rescue and scoop bystanders out of harm's way. Find all of the hostages then track down Shocker to uncover who he's working for!

Chapter 7: World Unity Festival

Spider-Man has to quickly make his way among the floats in the parade in order to disarm a series of hidden bombs. Unfortunately, the floats weren't made for battle, and navigating them could be as hazardous as the thugs that attempt to stop you!

Chapter 8: Chinatown Underground

A new villain arrives! Scorpion is spotted exiting a bank strange creatures scuttling around the area. These little robotic beauties employ a variety of weaponry and can stick to objects just like Spider-Man! Look out Spidey, you're in for the fight of your life!

Chapter 9: OsCorp: Infiltration

Spider-Man enters the labyrinthine halls of OsCorp and is greeted by numerous death traps and hordes of HK Units! Can Spidey find his way through the maze of 'bots and traps to find out who's behind it all?

Chapter 10: Carnival of Terror

Spider-Man must navigate through a twisted Coney Island. You must rely on your reflexes and Spider-Sense to make it through this in one piece. In addition to finding Mary Jane's captor, you must find and defuse the bombs before anyone gets hurt! Nasty surprises abound—dart traps, spears, and HK units are everywhere. Spidey is up against yet another deadly challenge!

Chapter 11: Take It To the Bridge

This is it! The showdown between the Green Goblin and Spider-Man. Spider-Man must battle his way through an onslaught of HK units and evil thugs in an effort to reach the Goblin before he can harm Mary Jane. Good luck, web-slinger!

HINTS

- Remember to use your Web-Line in "sticky" situations.
 Sometimes the only way to avoid those pesky traps is to zip your way past them.
- To swing through wide open spaces, press the A Button to jump into the air, then press the A Button again to begin swinging.
 Pressing the A Button repeatedly will allow you to quickly move through many areas.
- Pay attention to your Spider-Sense. A well-timed reaction can save Spidey from many dangerous situations. Your Spider-Sense will also tell you when a secret area is nearby.
- Try to vary your attacks. Using a jump attack or the QCF + B
 Button may be difficult to pull off, but it will dispatch enemies
 much more quickly.
- Use Spin Points to collect out-of-the-way power-ups and launch Spidey up to hard-to-reach places.

CREDITS

Digital Eclipse Software, Inc.

DEVELOPMENT TEAM

Lead Programmer
Cathryn Mataga

Lead Artist
Dean Lee

Producer
Michael Bilodeau

Tools Programmers
Adam Rippon

Artists
Ronnie Fike
Seth Forester
Anthony Mazzotta

Production
Joe Cain
Bill Schmidt
Bill Baffy
Lars Bakken

Sound Design & Production
Robert Baffy

Additional Sound & Music Randy Wilson

Senior Producer Renée Johnson

Creative Director Mike Mika

Art Director
Boyd Burggrabe

Production Manager Chris Charla

Executive Producers
Andrew Ayre
Jeff Vavasour

MusyX Audio Tools Licensed by Factor 5 Special Thanks
God
Everyone's Mom
& Dad
Sherri Bilodeau
DJ
Stan Lee
Jocelyn
Kevin J.
Boobachoo

Activision

Lisa Dodge

Eleanor Cain

DEVELOPMENT TEAM

Associate Producer

Blaine Christine

*Producer*Brian Clarke

Senior Producer

Marc Turndorf

VP, North American Studios Murali Tegulapalle

Exec. VP
Worldwide Studios
Larry Goldberg

Contributing Writers
Todd Jefferson
Blaine Christine
Brian Clarke

QUALITY ASSURANCE

Vice President,

QA & CS

Jim Summers

*QA Project Lead*Alex Coleman

QA Senior Project Lead Kragen Lum

*QA Console Manager*Joe Favazza

QA Floor Lead
Aaron Camacho

*QA Testers*Michael Lashever
Yoonsang Yu

Josh Tapley Mike Ortiz

MARKETING & PR
Director, Global Brand
Management
John Heinecke

Marketing Associate
Matt Geyer

Public Relations Lisa Fields

V.P., Global Brand Management Tricia Bertero CUSTOMER SUPPORT

Customer Support Manager

Bob McPherson

Customer Support Leads
Rob Lim, Gary Bolduc,
Mike Hill

ACTIVISION LEGAL Mike Walker

CREATIVE SERVICES

V.P. – Creative Services

Denise Walsh

Manager – Creative Services
Jill Barry

ACTIVISION SPECIAL THANKS Mom Dad

Jessica H. Christine Shawn Capistrano Stacy Sooter Peter "Speedy" Muravez



Sony Pictures Consumer Products

Mark Caplan Laetitia May Eric Thomsen

Spider-Man Special Thanks: Sam Raimi, Laura Ziskin, Grant Curtis, Tracey Hill

Marvel Enterprises, Inc.

Bill Jemas
Joe Quesada
Allen Lipson
Russ Brown
Joshua M. Silverman
Seth Michael Lehman
Carl Suecoff
Ben Abernathy
Axel Alonso

Packaging & Manual

Ignited Minds, LLC

CUSTOMER SUPPORT

Note: Please do not contact Customer Support for hints/codes/cheats; only technical issues.

Internet: http://www.activision.com/support
Our support section of the web has the most up-to-date information available.
We update the support pages daily so please check here first for solutions.

E-Mail: support@activision.com

A response may take anywhere from 24-72 hours depending on the volume of messages we receive and the nature of your problem.

Note: Internet/e-mail support is handled in English only.

Phone: (310) 255-2050

You can call our 24-hour voice-mail system for answers to our most frequently asked questions at the above number. Contact a Customer Support representative at the same number between the hours of 9:00 am and 5:00 pm (Pacific Time), Monday through Friday, except holidays.

Please do not send any game returns directly to Activision. It is our policy that game returns must be dealt with by the retailer or online site where you purchased the product.

SOFTWARE LICENSE AGREEMENT

IMPORTANT - READ CAREFULLY: USE OF THIS PROGRAM IS SUBJECT TO THE SOFTWARE LICENSE TERMS SET FORTH BELOW. "PROGRAM" INCLUDES THE SOFTWARE INCLUDED WITH THIS AGREEMENT, THE ASSOCIATED MEDIA, ANY PRINTED MATERIALS, AND ANY ON-LINE OR ELECTRONIC DOCUMENTATION, AND ANY AND ALL COPIES AND DERIVATIVE WORKS OF SUCH SOFTWARE AND MATERIALS. BY OPENING THIS PACKAGE, AND/OR USING THE PROGRAM, YOU ACCEPT THE TERMS OF THIS LICENSE WITH ACTIVISION, INC. ("ACTIVISION"). LIMITED USE LICENSE. Activision grants you the non-exclusive, non-transferable, limited right and license to use one copy of this Program solely and exclusively for your personal use. All rights not specifically granted under this Agreement are reserved by Activision. This Program is licensed, not sold. Your license confers no title or ownership in this Program and should not be construed as a sale of any rights in this Program. OWNERSHIP. All title, ownership rights and intellectual property rights in and to this Program and any and all copies thereof (including but not limited to any titles, computer code, themes, objects, characters, character names, stories, dialog, catch phrases, locations, concess artwork, animation, sounds, musical compositions, audio-visual effects, methods of operation, moral rights, and any related documentation, incorporated into this Program) are owned by Activision or its licensors. This Program is protected by the copyright laws of the United States, international copyright treaties and conventions and other laws. This Program contains certain licensed materials and Activision's licensors may protect their rights in the event of any violation of this Agreement.

YOU SHALL NOT:

- Exploit this Program or any of its parts commercially, including but not limited to use at a cyber cafe, computer gaming center or any other location-based site. Activision may offer a separate Site License Agreement to permit you to make this Program available for commercial use; see the contact information below.
- · Remove, disable or circumvent any proprietary notices or labels contained on or within the Program.
- Export or re-export this Program or any copy or adaptation in violation of any applicable laws or regulations.

LIMITED WARRANTY. Activision warrants to the original consumer purchaser of this Program that the recording medium on which the Program is recorded will be free from defects in material and workmanship for 90 days from the date of purchase. If the recording medium is found defective within 90 days of original purchase, Activision agrees to replace, free of charge, any product discovered to be defective within such period upon its receipt of the Product, postage paid, with proof of the date of purchase, as long as the Program is still being manufactured by Activision. In the event that the Program is no longer available, Activision retains the right to substitute a similar program of equal or greater value. This warranty is limited to the recording medium containing the Program as originally provided by Activision and is not applicable to normal wear and tear. This warranty shall not be applicable and shall be void if the defect has arisen through abuse, mistreatment, or neglect. Any implied warranties prescribed by statute are expressly limited to the 90-day period described above.

EXCEPT AS SET FORTH ABOVE, THIS WARRANTY IS IN LIEU OF ALL OTHER WARRANTIES, WHETHER ORAL OR WRITTEN, EXPRESS OR IMPLIED, INCLUDING ANY WARRANTY OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR NON-INFRINGEMENT, AND NO OTHER REPRESENTATIONS OR CLAIMS OF ANY KIND SHALL BE BINDING ON OR OBLIGATE ACTIVISION.

When returning the Program for warranty replacement please send the original product cartridge only in protective packaging and include: (1) a photocopy of your dated sales receipt; (2) your name and return address typed or clearly printed; (3) a brief note describing the

defect, the problem(s) you are encountering and the system on which you are running the Program; (4) if you are returning the Program after the 90-day warranty period, but within one year after the date of purchase, please include check or money order for \$15 U.S. currency per cartridge replacement. Note: Certified mail recommended.

In the U.S. send to: Warranty Replacements, Activision, Inc., P.O. Box 67713, Los Angeles, California 90067

LIMITATION ON DAMAGES. IN NO EVENT WILL ACTIVISION BE LIABLE FOR SPECIAL, INCIDENTAL OR CONSEQUENTIAL DAMAGES RESULTING FROM POSSESSION, USE OR MALFUNCTION OF THE PROGRAM, INCLUDING DAMAGES TO PROPERTY, LOSS OF GOODWILL, COMPUTER FAILURE OR MALFUNCTION AND, TO THE EXTENT PERMITTED BY LAW, DAMAGES FOR PERSONAL INJURIES, EVEN IF ACTIVISION HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES. ACTIVISION'S LIABILITY SHALL NOT EXCEED THE ACTUAL PRICE PAID FOR THE LICENSE TO USE THIS PROGRAM. SOME STATES/COUNTRIES DO NOT ALLOW LIMITATIONS ON HOW LONG AN IMPLIED WARRANTY LASTS AND/OR THE EXCLUSION OR LIMITATION OF INCIDENTAL OR CONSEQUENTIAL DAMAGES, SO THE ABOVE LIMITATIONS AND/OR EXCLUSION OR LIMITATION OF LIABILITY MAY NOT APPLY TO YOU. THIS WARRANTY GIVES YOU SPECIFIC LEGAL RIGHTS, AND YOU MAY HAVE OTHER RIGHTS WHICH VARY FROM JURISDICTION TO JURISDICTION.

TERMINATION. Without prejudice to any other rights of Activision, this Agreement will terminate automatically if you fail to comply with its terms and conditions. In such event, you must destroy all copies of this Program and all of its component parts.

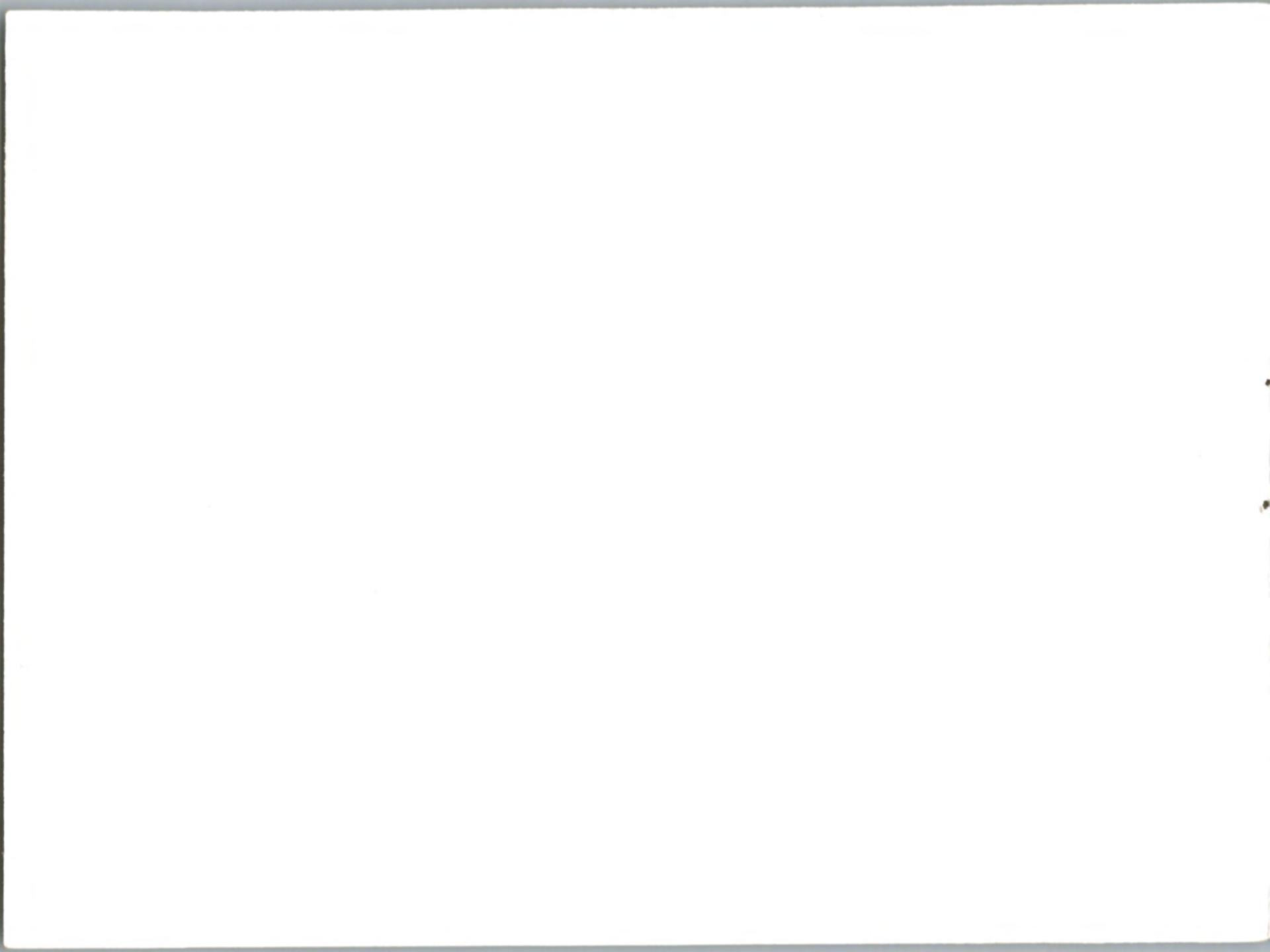
U.S. GOVERNMENT RESTRICTED RIGHTS. The Program and documentation have been developed entirely at private expense and are provided as "Commercial Computer Software" or "restricted computer software." Use, duplication or disclosure by the U.S. Government or a U.S. Government subcontractor is subject to the restrictions set forth in subparagraph (c)(1)(ii) of the Rights in Technical Data and Computer Software clauses in DFARS 252.227-7013 or as set forth in subparagraph (c)(1) and (2) of the Commercial Computer Software Restricted Rights clauses at FAR 52.227-19, as applicable. The Contractor/Manufacturer is Activision, Inc., 3100 Ocean Park Boulevard, Santa Monica, California 90405.

INJUNCTION. Because Activision would be irreparably damaged if the terms of this Agreement were not specifically enforced, you agree that Activision shall be entitled, without bond, other security or proof of damages, to appropriate equitable remedies with respect to breaches of this Agreement, in addition to such other remedies as Activision may otherwise have under applicable laws.

INDEMNITY. You agree to indemnify, defend and hold Activision, its partners, affiliates, contractors, officers, directors, employees and agents harmless from all damages, losses and expenses arising directly or indirectly from your acts and omissions to act in using the Product pursuant to the terms of this Agreement

MISCELLANEOUS. This Agreement represents the complete agreement concerning this license between the parties and supersedes all prior agreements and representations between them. It may be amended only by a writing executed by both parties. If any provision of this Agreement is held to be unenforceable for any reason, such provision shall be reformed only to the extent necessary to make it enforceable and the remaining provisions of this Agreement shall not be affected. This Agreement shall be construed under California law as such law is applied to agreements between California residents entered into and to be performed within California, except as governed by federal law and you consent to the exclusive jurisdiction of the state and federal courts in Los Angeles, California. If you have any questions concerning this license, you may contact Activision at 3100 Ocean Park Boulevard, Santa Monica, California 90405, (310) 255-2000, Attn. Business and Legal Affairs, legal@activision.com.

	AND DESCRIPTION OF THE PARTY OF		
•			
,			
14			
**			



	the state of the s		
		7.54	
•			
No. of the second secon			

Activision, Inc. P.O. Box 67713, Los Angeles, CA 90067

Spider-Man and all other related Marvel characters, TM & © 2002 Marvel Characters, Inc. Spider-Man, the movie, © 2002 Columbia Pictures Industries, Inc. All rights reserved. Game code © 2002 Activision, Inc. and its affiliates. Published and distributed by Activision Publishing, Inc. Activision is a registered trademark of Activision, Inc. and its affiliates. All rights reserved. The ratings icon is a registered trademark of the Interactive Digital Software Association. All other trademarks and trade names are the properties of their respective owners.

PRINTED IN U.S.A.